

## RESOLUTION OF THE EXECUTIVE BOARD OF PHILIPP HOLZMANN AG

This resolution is made on August 15, 2000, by and on behalf of Philipp Holzmann AG, a corporation incorporated and existing under the laws of Germany, having an address at Taunusstraße 1, D-50299 Frankfurt am Main, Germany.

Phillpp Holzmann AG hereby grants to Dr. Michael Pant, General Counsel Philipp Holzmann AG, Steinlestraße 13, 60596 Frankfurt am Main, Germany, the full legal power and authority to act on behalf of Philipp Holzmann AG to execute and deliver, in the name and on behalf of Phillpp Holzmann AG, the Plea Agreement in substantially the form of the most recent draft, dated August 9, 2000, to represent Philipp Holzmann AG in any hearing In order to waive indictment and plead guilty in accordance with the provisions of the above referred Plea Agreement and to take any and all actions reasonably required.

Phlipp Holzrnann AG

By \_\_\_\_\_  
Dr. Johannes Ohlinger  
Title: Member of the Executive Board

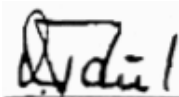
By \_\_\_\_\_  
Dr. Herbert Lotkestratkötter  
Title: Member of the Executive Board

No. 215 Of the Registry of Deeds for 2000

I certify that on August 15, 2000 Dr. Johannes Ohlinger and Dr. Herbert Lotkestratkötter personally appeared before me, and these persons acknowledged under oath to my satisfaction, that

- (a) they are members of the Executive Board (Vorstand) of Phiippi Holzmann AG, the corporation named In this instrument;
- (b) they are authorized to execute this instrument on behalf of said corporation; and
- (c) they executed this instrument as the act of said corporation.



  
\_\_\_\_\_  
Notary.